

ESSEX ACQUISITION CORPORATION

180 NORTH WACKER DRIVE, SUITE 3

CHICAGO, ILLINOIS 60606

ILLINOIS
COMMERCE COMMISSION

2003 JUL 15 P 1:00

CHIEF CLERK'S OFFICE

July 14, 2003

Donna M. Caton, Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701

03-0440

Dear Ms. Caton:

Enclosed for filing with the Illinois Commerce Commission ("Commission") are an original and two copies of Essex Acquisition Corporation's ("EAC") Application for a Certificate of Authority. Through this Application, EAC seeks authority identical to that previously granted by the Commission to Now Communications, Inc. d/b/a Now Communications of Illinois, Inc. ("Now") EAC desires to commence operations in the State of Illinois with the acquisition of the customer base of Now.

Now was initially granted a Certificate of Service Authority to provide resold local exchange and resold interexchange telecommunications services within the State of Illinois pursuant to the Commission's order in Docket No. 98-0366. Subsequently, the Commission granted Now a Certificate of Exchange Service Authority to provide facilities-based local telecommunications services in the State of Illinois in Docket No. 02-0411.

Recently, Now filed for reorganization under Chapter 11 of the U.S. Bankruptcy Laws in the U.S. Bankruptcy Court for the Southern District of Mississippi. Pursuant to an asset purchase agreement filed with the bankruptcy court, Essex Acquisition Corporation ("EAC") would acquire certain assets of Now, including, but not limited to, the Illinois customer base of Now. Upon approval of that agreement by the bankruptcy court, notice of the impending acquisition will be provided to the affected customers consistent with all applicable state and federal regulations.

EAC desires to complete the proposed acquisition as quickly as possible in order to avoid any interruption of service or other inconvenience to NOW's existing customers. EAC respectfully requests the Commission's **expedited consideration** of the enclosed application to grant the company authority identical to that of Now and prevent any service disruption to Now's customers. Now serves a largely low-income residential customer base that essentially has very poor credit. These customers pay cash, in advance at local currency exchanges and merchants, for their monthly local dial tone telephone service. Very few carriers are interested in or are even capable of providing service in such a manner to such customers, especially to customers located in often the most rural areas of their states. Many customers receiving service today from NOW have not had telephone service for months or years prior to receiving service from NOW. The local dial tone telephone service provided by NOW includes 911 emergency services. In the event that NOW's service is disrupted, these residential customers have few, if any, alternatives for local dial tone telephone service. Any delay in approving the transaction risks service disruption for the residential customers that rely on NOW for their local dial tone telephone service in Illinois.

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To ensure a seamless transition of service, upon approval of the instant application, EAC intends to file tariffs establishing rates and terms of service identical to those of Now. Accordingly, the acquisition will not involve a change in the manner in which Now customers will receive their telecommunications services, and the transfer will be virtually transparent to those customers.

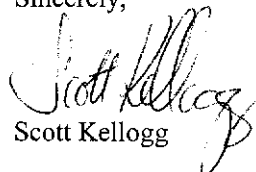
Therefore, EAC respectfully submits that telecommunications services in Illinois, in general, and for NOW customers in particular, will realize significant public interest benefits from EAC's acquisition of the assets of NOW, including NOW's customer base. The proposed transaction will enable NOW's customers to continue to receive high quality, competitively priced telecommunications services without interruption. At the same time, the acquisition will promote competition in Illinois by enabling EAC to take advantage of certain efficiencies that will support expanded services and more competitive rates. By creating a more effective and multifaceted telecommunications carrier, the proposed transaction will expand competitive choices for U.S. telecommunications customers, including customers in Illinois.

Please note, Exhibit G (Financial Statements) will be submitted under separate cover as a late-filed exhibit to this Application with a motion for proprietary treatment of the same.

Also enclosed is a duplicate of this transmittal letter. Please stamp the duplicate and one copy of the application "received" and return them to my attention using the pre-addressed mailing label and envelope also provided herein.

If you have any questions concerning this matter, please do not hesitate to contact me at 312/658-1056.

Sincerely,


Scott Kellogg

cc Telecommunications Division